



**KEMP & COMPANY LTD.**

**Registered Office :**

5<sup>th</sup> Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra, India. • E-mail : [kemp-investor@kempnco.com](mailto:kemp-investor@kempnco.com)  
Phone : +91 22 6653 9000 • Fax : +91 22 6653 9089 • CIN : L24239MH1982PLC000047 • Web.: [www.kempnco.com](http://www.kempnco.com)

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30<sup>th</sup> June, 2021

Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai- 400 001

Scrip Code: 506530

**Sub: Proceedings of 140<sup>th</sup> Annual General Meeting (“AGM”)**

Dear Sir/ Madam,

Further to our letter dated 21<sup>st</sup> May, 2021, we wish to inform that the 140<sup>th</sup> Annual General Meeting (“AGM”) of Kemp & Company Ltd. (“the Company”) was held on Wednesday, 30<sup>th</sup> June, 2021 at 11:00 am IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 and the business mentioned in the Notice dated 21<sup>st</sup> May, 2021 were transacted.

In this regard, please find enclosed herewith summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, marked as “Annexure –I”.

Please take the above on record and disseminate the same for the information of investors.

Thanking you,

Yours faithfully,

For **Kemp & Company Limited**

Karan Gudhka  
Company Secretary  
Encl. as above



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**Annexure –I**

**Proceedings of the 140<sup>th</sup> Annual General Meeting**

The 140<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Kemp & Company Limited (“the Company”) was held on Wednesday, June 30, 2021 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The Meeting commenced at 11:00 a.m. Mr. Mahendra Kumar Arora, Non-Executive Director and Chairman of Stakeholder Relationship Committee of the Company chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. The following Directors were present at the meeting introduced themselves:

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Designation</b>
1.	Mrs. Shalini D. Piramal	Managing Director
2.	Mr. Satyen Dalal	Independent Director
3.	Mr. Mancek Davar	Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee
4.	Mr. Mahendra Kumar Arora	Non-Executive Director, Chairman of Stakeholder Relationship Committee

The Chairman introduced Mr. Sunil Gupta, Chief Financial Officer and Mr. Karan Gudhka, Company Secretary. Mr. Vijay Jain, Partner of M/s. M L Bhuwania and Co. LLP, Chartered Accountants, Statutory Auditors and Mr. Abhishek Shukla, Representative of Secretarial Auditor of the Company attended the meeting through VC/OAVM.

The Chairman stated that the entire world had been adversely affected by the COVID-19 pandemic and due to the lockdown restrictions imposed by the Government and pursuant to the exemptions given by the MCA and SEBI, companies have been allowed to conduct their AGM through Video Conference (VC)/Other Audio Visual Means (OAVM). Hence, this meeting was conducted through Video Conferencing facility.



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The Chairman then informed that the Company had engaged the services of National Securities Depository Limited (NSDL) for providing facility for dispatching Annual Reports and Notices electronically to the requisite shareholders, hosting this AGM through Video Conferencing facility and providing remote e-voting and e-voting facility at the time of the AGM. It was informed the members that in compliance with the provisions of the Companies Act, 2013/MCA and SEBI Circulars, the Company had provided the facility to exercise vote on the business items to be transacted at the 140<sup>th</sup> Annual General Meeting, by way of remote e-voting, between Sunday, 27<sup>th</sup> June, 2021 at 9:00 a.m. to Tuesday, 29<sup>th</sup> June, 2021 at 5:00 p.m. in proportion to their shareholding, as on the cut-off date i.e. Wednesday, 23<sup>rd</sup> June, 2021. He further informed the members that only those members, who were present in the meeting through VC or OAVM facility and had not casted their votes on resolutions through remote e-voting and were otherwise not barred from doing so, were eligible to vote at the AGM through e-voting facility.

The Chairman then informed the members that since holding of general meetings under the framework of VC/OAVM, where physical attendance of members has been dispensed with, there was no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by members was not available for this meeting.

The Chairman then informed the members that all the efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The Chairman informed that the Company has appointed M/s. Ragini Chokshi & Co., Practicing Company Secretary as the Scrutinizer for scrutinizing the remote e-voting and e-voting at the time of the AGM process.

Since Auditors' Report had no qualifications, observations or comments on the financial statements, therefore, with the permission of Members, the Auditors' Report was taken as read. Thereafter, the Chairman delivered his speech.



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The following items of business, as per the Notice of AGM dated 21<sup>st</sup> May, 2021, were transacted at the meeting:

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon
2. Re-appointment of Mr. M. K. Arora (DIN- 00031777), Non- Executive, Non-Independent Director of the Company, who retires by rotation and being eligible, seeks re-appointment
3. Approval for Related Party Transactions with Vibhuti Investments Company Limited
4. Approval for Related Party Transactions with VIP Industries Limited
5. Appointment of Mr. Dilip G. Piramal (DIN- 00032012), as Non- Executive, Non-Independent Director of the Company
6. Re-appointment of Mr. Raj Kataria (DIN- 01960956) as Non- Executive, Independent Director of the Company for a period of 5 (five) years w.e.f. 30<sup>th</sup> September, 2020 to 29<sup>th</sup> September, 2025
7. Continuation of Directorship of Mr. M. K. Arora (DIN- 00031777) as Non- Executive, Non-Independent Director of the Company

After transacting the Business of the meeting, Chairman further informed that the Company has not received any request from the Shareholders for speaking at the AGM. Further, he informed the members that the results of the remote e-voting along with results of e-voting at the time of the AGM shall be placed on the website of the Company, [www.kempnco.com](http://www.kempnco.com) and also on the websites of BSE Ltd., and NSDL within 2 working days from conclusion of the time of the meeting.

The Chairman thanked all the members for taking their time out to join the 140<sup>th</sup> AGM of the Company. He also thanked to all Directors and other invitees for attending the meeting.



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The Chairman announced that the voting on the NSDL platform will continue to be available for the next 15 minutes after the conclusion of the meeting and the members who have not casted their vote can cast their vote. The Chairman then concluded the meeting at 11:12 a.m. and declared the proceedings as closed.

For Kemp & Company Limited

Date: 30<sup>th</sup> June, 2021  
Place: Mumbai

Karan Gudhka  
Company Secretary